

Hearing Date and Time: February 14, 2019 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
SEARS HOLDING CORPORATION, <i>et al.</i> , ¹	:	Case No. 18-23538 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**JOINDER OF OCH-ZIFF CAPITAL STRUCTURE ARBITRAGE MASTER
FUND, LTD. TO THE LIMITED OBJECTION OF OCO CAPITAL PARTNERS L.P. TO
THE EX-PARTE MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY
CODE SECTIONS 105 AND 1103 AND FEDERAL RULES OF BANKRUPTCY
PROCEDURE 2004 AND 9016 AUTHORIZING THE
EXAMINATION OF THE CDS PARTICIPANTS**

Och-Ziff Capital Structure Arbitrage Master Fund, Ltd. (“**OZ**”) hereby submits this joinder and reservation of rights (the “**Joinder**”) to the Limited Objection (the “**OCO Objection**”) of OCO Capital Partners, L.P. (“**OCO**”) to the *Ex-Parte Motion of the Official Committee of Unsecured Creditors for the Entry of an Order Pursuant to Bankruptcy Code Sections 105 and 1103 and Federal Rules of Bankruptcy Procedure 2004 and 9016 Authorizing the Examination of the CDS Participants* [Docket No. 1557] (the “**2004 Motion**”)¹, and in support hereof, respectfully states as follows:

1. By this Joinder, OZ joins in the positions and arguments set forth in the OCO Objection. As set forth more fully in the OCO Objection, the discovery sought by the Creditors’ Committee is overbroad and should be limited to the stated purpose of the 2004 Motion: investigating the MTN Transactions and determining whether any improper conduct occurred. To that end, the scope of the requested discovery should be narrowed and the Creditors’ Committee should only be granted authority to seek documents and communications that were created on or after December 20, 2018 – the date of the hearing on the Enforcement Motion – through December 31, 2018, and that solely relate to the MTNs and/or CDS Referencing SRAC. Similarly, the Creditors’ Committee should not be granted authority to depose an OZ representative unless and

¹ Capitalized terms used but not herein defined shall have the meanings ascribed to them in the Objection.

until it can demonstrate good cause for such deposition² Accordingly, OZ respectfully joins in OCO's request that the Court limit the scope of the discovery sought in the 2004 Motion.

2. OZ reserves all rights with respect to the 2004 Motion and the Objection, including the right to amend and/or supplement this Joinder, participate in additional briefing, and be heard at any hearing or trial related to the 2004 Motion. Nothing contained herein shall constitute a waiver of any of the rights or remedies of OZ, each of which is expressly reserved.

Dated: February 7, 2019
New York, New York

STROOCK & STROOCK & LAVAN LLP

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² On February 6, 2019, counsel for OZ and for the Creditors' Committee held a preliminary discussion regarding the scope of the 2004 Motion and agreed to further discuss in connection with the Court's consideration of the 2004 Motion.